

HELM

FINANCIAL CORPORATION

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RECORDATION NO. 19822-C FILED

SEP 20 '04 10-21 AM

SURFACE TRANSPORTATION BOARD

September 16, 2004

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease of Railroad Equipment dated as of August 26, 2004 by Helm Financial Corporation ("**Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11363(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Florida Rock Industries, Inc.
155 East 21st Street
Jacksonville, FL 32206

Equipment: 97 Open Top Hopper Railcars
HLMX 16302-17199 (Not Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. **19822** filed on July 20, 1994. The filing fee of \$30.00 is included in our enclosed check.

Summary: Termination of Lease of Railroad Equipment dated as of August 26, 2004 by Helm Financial Corporation, for 97 open top hopper railcars, HLMX 16302-17199 (Not Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 19822.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

RECORDATION NO.

9822-C FILED

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10-21 AM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of August 26, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of September 1, 1995 ("**Lease**") as amended by Amendment No. 1 dated as of July 22, 1996 ("**Amendment No. 1**") and Amendment No. 2 dated as of June 10, 1998 ("**Amendment No. 2**") thereto with **Florida Rock Industries, Inc.**, a Florida corporation, with respect to the ninety-seven (97) railcars described in Schedule A attached hereto. The Lease, Amendment No. 1 and Amendment No. 2 are on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation Nos. **19822** filed on July 20, 1994, **19822-A** filed on June 4, 1997 and **19822-B** filed on June 21, 1999, respectively.

The Lease was terminated on July 15, 2001. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson

Name: Barbara W. Wilson

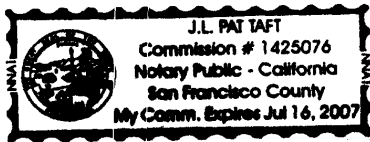
Title: Senior Vice President & CFO

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 31, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-
— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.


SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease of Railroad Equipment dated August 26, 2004

Description of Units:

Ninety-seven (97), open top hopper railcars.

	Unit	Number
1	HLMX	16302
2	HLMX	16306
3	HLMX	16309
4	HLMX	16310
5	HLMX	16312
6	HLMX	16313
7	HLMX	16314
8	HLMX	16316
9	HLMX	16317
10	HLMX	16319
11	HLMX	16320
12	HLMX	16321
13	HLMX	16322
14	HLMX	16324
15	HLMX	16341
16	HLMX	33001
17	HLMX	33010
18	HLMX	33011
19	HLMX	33013
20	HLMX	33014
21	HLMX	33015
22	HLMX	33024
23	HLMX	33029
24	HLMX	33034
25	HLMX	33045
26	HLMX	33047
27	HLMX	33063
28	HLMX	33065
29	HLMX	33070
30	HLMX	33075
31	HLMX	33081
32	HLMX	33090
33	HLMX	33123
34	HLMX	33153
35	HLMX	33159
36	HLMX	34001
37	HLMX	35012
38	HLMX	35014
39	HLMX	35015
40	HLMX	35034
41	HLMX	35037
42	HLMX	35051
43	HLMX	35053
44	HLMX	35056
45	HLMX	35073
46	HLMX	35078
47	HLMX	35083
48	HLMX	35090
49	HLMX	35083

	Unit	Number
50	HLMX	35090
51	HMJX	17102
52	HMJX	17103
53	HMJX	17109
54	HMJX	17111
55	HMJX	17112
56	HMJX	17113
57	HMJX	17116
58	HMJX	17118
59	HMJX	17120
60	HMJX	17121
61	HMJX	17128
62	HMJX	17132
63	HMJX	17133
64	HMJX	17135
65	HMJX	17141
66	HMJX	17142
67	HMJX	17146
68	HMJX	17148
69	HMJX	17149
70	HMJX	17152
71	HMJX	17155
72	HMJX	17158
73	HMJX	17160
74	HMJX	17161
75	HMJX	17163
76	HMJX	17164
77	HMJX	17167
78	HMJX	17170
79	HMJX	17171
80	HMJX	17172
81	HMJX	17175
82	HMJX	17176
83	HMJX	17177
84	HMJX	17178
85	HMJX	17180
86	HMJX	17182
87	HMJX	17185
88	HMJX	17186
89	HMJX	17187
90	HMJX	17190
91	HMJX	17191
92	HMJX	17192
93	HMJX	17195
94	HMJX	17196
95	HMJX	17197
96	HMJX	17198
97	HMJX	17199